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A LIMITED LIABILITY PARTNERSHIP

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

July 1, 2002

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BY HAND DELIVERY

Marlene H. Dortch

Secretary

Federal Communications Commission

Office of the Secretary

445 12th Street, S.W.

Washington, D.C. 20554

Re: **CC Docket No. 00-257: Notification of Transfer of Subscribers from
e.spire to Xspedius**

Dear Secretary Dortch:

Pursuant to Section 64.1120(e) of the Commission's rules, 47 C.F.R. § 64.1120(e), Xspedius Management Company, LLC and its operating subsidiaries, (collectively, "Xspedius"), by its attorneys, respectfully notifies the Commission that, in connection with the bankruptcy proceeding of e.spire Communications, Inc. and its operating affiliates (collectively, "e.spire"), Xspedius intends to acquire substantially all of the customers of e.spire in the following states: Alabama, Arizona, Arkansas, Colorado, District of Columbia, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Mississippi, Missouri, New Mexico, Nevada, Oklahoma, South Carolina, Tennessee, Texas and Virginia. Separate Xspedius operating companies in each state will provide the services currently being offered by e.spire.

As reflected in the attached notice, it was originally anticipated that the transfer of customers would take place on or about July 8, 2002 but it now appears that it will occur on or about July 31, 2002 or as soon thereafter as all necessary regulatory approvals have been obtained. In conformity with Commission rules, Xspedius provides the following information:

Parties to the Transaction: The parties involved in the transaction are e.spire and Xspedius, including their affiliated operating companies.

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Marlene H. Dortch, Secretary

July 1, 2002

Page Two

Types of Telecommunications Services Provided to the Affected Subscribers:

e.spire provides local exchange, long distance (domestic and international), and data and Internet services to its subscribers. Xspedius will provide the same services to these subscribers.

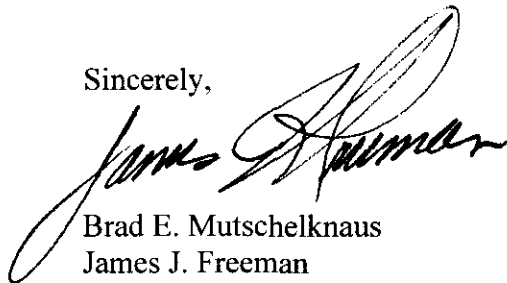
Date of Transfer of the Subscribers to Acquiring Carrier:

e.spire intends to transfer the affected subscribers to Xspedius on July 31, 2002 or as soon thereafter as all necessary regulatory approvals have been obtained.

Attached to this letter are (a) Xspedius's certification of compliance with the requirements of the Commission governing transfers of subscribers, and (b) a copy of the notice sent to the affected subscribers on June 7, 2002, as required under the rules.

Please contact the undersigned if you have any questions concerning this notification.

Sincerely,



Brad E. Mutschelknaus

James J. Freeman

KELLEY DRYE & WARREN LLP

1200 19th Street, N.W., Suite 500

Washington, D.C. 20036

(202) 955-9600

Counsel for Xspedius Management Company,
LLC

Attachments

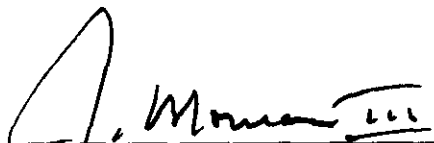
ATTACHMENT A
CERTIFICATION OF COMPLIANCE

CERTIFICATION

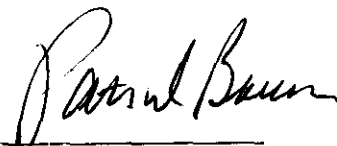
The undersigned hereby certifies as follows:

1. I am authorized to make this certification on behalf of Xspedius Management Co. LLC and its operating subsidiaries that will provide service to customers in the various states.
2. I have read the foregoing notice to the Federal Communications Commission and hereby verify that the statements therein are true, complete and correct to the best of my knowledge.
3. In accordance with Section 64.1120(e) of the Commission's rules, 47 C.F.R. §64.1120(e), Xspedius Management Co. LLC and its operating subsidiaries will comply with the required FCC procedures for the acquisition of substantially all of the customers of e.spire Communications, Inc. and its operating subsidiaries, including the provision of advanced written notice to all affected e.spire subscribers pursuant to Section 64.1120(e)(3), which notice was sent to subscribers on June 7, 2002.

XSPEDIUS MANAGEMENT CO. LLC

By: 
Name: James Monroe III
Title: MANAGER
Date: 6/24/02

Sworn and subscribed to before me this
24th day of June, 2002.


Notary Public

My Commission expires: 1-12-06

ATTACHMENT B

CUSTOMER NOTICE



**AN IMPORTANT NOTICE REGARDING YOUR
TELECOMMUNICATIONS SERVICE FROM E.SPIRE AND XSPEDIUS**

June 7, 2002

Dear Valued Customer:

We want to thank you for your continued support of e.spire. We have provided you a quality telecommunications service and, together, we have built an excellent business relationship.

We are very excited to inform you that e.spire Communications, Inc. ("e.spire"), including its affiliates American Communications Services International, Inc. and various operating entities, is transferring virtually all of its local, long distance, international, data and Internet assets and services in the states of Alabama, Arizona, Arkansas, Colorado, District of Columbia, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Missouri, New Mexico, Nevada, Oklahoma, South Carolina, Tennessee, Texas and Virginia to Xspedius Management Co., LLC and its various operating entities ("Xspedius"). The anticipated date for the transfer of your service to Xspedius is **July 8, 2002**, or as soon thereafter as the necessary governmental approvals can be obtained. Upon completion of the transfer, Xspedius will provide your telecommunications and other services and e.spire will no longer be your local, long distance, international, data or Internet service provider.⁵ As a customer of Xspedius, you will continue to receive all the features, terms and conditions of service, and current rates that you enjoy today through e.spire. Should there be any future changes in rates, terms and conditions of services, notice will be provided in writing or as otherwise permitted by law.

The combination of e.spire with Xspedius is a very positive change for you, our customer. Xspedius Management Company brings a seasoned management team and significant funding to the business. Xspedius has a fully funded business plan, with \$75 million in fresh

⁵

The FCC will normally authorize e.spire's proposed discontinuance of service unless it is shown that customers would be unable to receive service or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, DC 20554 referencing the §63.71 Application of e.spire Communications, Inc. Comments should include specific information about the impact of the proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

capital and a virtually debt free balance sheet. The company will be led by Chairman Jim Allen and CEO Mark Senda, founders of Brooks Fiber and industry veterans of more than 20 years each. Xspedius management's combination of experience, financing, and vision will allow us to provide excellent service to customers and ensure financial stability.

It has been the pleasure of e.spire to provide you with quality telecommunications services. Unless you choose another carrier within thirty (30) days of the date of this letter, as is your right, you will automatically become an Xspedius customer upon completion of this transaction. You do not need to take any action, or pay any change charges, to be transferred to Xspedius. Of course, if you change providers, the terms and conditions of your e.spire contract will still apply, including any applicable termination liability or change charges.

If you have placed a "freeze" on e.spire's long distance services to prevent their unauthorized transfer to another carrier, the freeze will be lifted when your e.spire services are transferred. At your request, Xspedius would be glad to re-establish freeze protection for you after the transfer of your account to Xspedius.

e.spire has been and remains committed to providing excellent service to you. e.spire will continue to be your single point of contact to address any issues or complaints you may have with your service through the time of this transfer. Xspedius is committed to a smooth transition of your account -- your current telephone number(s) and account will be migrated to Xspedius in a seamless manner. The only change you may notice is the name of your new service provider on your bill once the transition is complete.

Thank you for your cooperation and patience during this transition. We will continue to communicate with you as we make progress toward combining our companies into Xspedius. If you have any questions or concerns, please feel free to contact us at **Xspedius at 1-877-XMC(962)-1900** or contact **e.spire at 1-800-9-espire (937-7473)**. Xspedius looks forward to building a long term telecommunications relationship with you.

Randall P. Muench
Executive Vice President Sales & Marketing
e.spire Communications, Inc.

Mark W. Senda
Chief Executive Officer
Xspedius Management Co., LLC

Certificate of Service

I hereby certify that a copy of the foregoing was mailed this 7th day of June, 2002, to the persons on the attached list, via first-class mail, postage prepaid.

The Honorable Don Siegelman
Office of the Governor
State Capitol
Room N-104, 600 Dexter Avenue
Montgomery, AL 36130

The Honorable Bill Owens
Office of the Governor
136 State Capitol
Denver, CO 80203-1792

Walter L. Thomas, Jr., Secretary
Alabama Public Service Commission
RSA Building
100 North Union Street, Rm. 850
Montgomery, AL 364104-3719

Mr. Bruce N. Smith
Executive Director
Colorado Public Utilities Commission
Logan Tower, Office Level 2
1580 Logan Street
Denver, CO 80203

The Honorable Jane Hull
Office of the Governor
1700 West Washington Street
Phoenix, AZ 85007

Mayor Anthony A. Williams
Office of the Mayor for the
District of Columbia
Wilson Building
1350 Pennsylvania Avenue, N.W.
Washington, D.C. 20001

Mr. Brian C. McNeil
Executive Secretary
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Mr. Jessie P. Clay, Jr.
Commission Secretary
District of Columbia Public Service
Commission
1333 H Street, N.W., Suite 200
Washington, D.C. 20005-3200

The Honorable Mike Huckabee
Office of the Governor
State Capitol, Room 250
Little Rock, AR 72201

Blanca S. Bayo
Commission clerk and Administrator Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Ms. Diana Wilson
Commission Secretary
Arkansas Public Service Commission
1000 Center Street
Little Rock, AR 72201

The Honorable Jeb Bush
Office of the Governor
The Capitol
Tallahassee, FL 32399-0001

The Honorable Roy E. Barnes
Office of the Governor
203 state Capitol
Atlanta, GA 30334

Reece McAlister
Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

The Honorable Bill Graves
Office of the Governor
State Capitol, Second Floor
Topeka, KS 66612

Mr. Jeff Wagaman
Executive Director
Kansas Corporation Commission
1500 South West Arrowhead Road
Topeka, KS 66604-4027

The Honorable Paul Patton
Office of the Governor
700 State Capitol Avenue
Suite 100
Frankfort, KY 40601

Ms. Stephanie Bell
Secretary of the Commission
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

The Honorable M. J. Foster, Jr.
Office of the Governor
P.O. Box 94004
Baton Rouge, LA 70804
Lawrence C. St. Blanc
Executive Secretary
Louisiana Public Service Commission
One American Place, Suite 1630
Corner of North & N. 4th Streets
Baton Rouge, LA 70821

The Honorable Parris N. Glendening
Office of the Governor
State House
Annapolis, MD 21401

Ms. Felecia L. Greer
Executive Secretary
Maryland Public Service Commission
6 St. Paul Street, 16th Floor
Baltimore, MD 21202

The Honorable Bob Holden
Office of the Governor
Missouri Capitol Building
P. O. Box 720
Jefferson City, MO 65102-0720

The Honorable Dale Hardy Roberts
Secretary of Commission
Missouri Public Service Commission
Governor Office Building
200 Madison Street, P.O. Box 360
Jefferson City, MO 65102-0360

The Honorable Ronnie Musgrove
Office of the Governor
P. O. Box 139
Jackson, MS 39205

Mr. Brian U. Ray
Executive Secretary
Mississippi Public Service Commission
501 North West Street
201A Woolfolk State Office Building
Jackson, MS 39201

The Honorable Kenny Guinn
Office of the Governor
Capitol Building
Carson City, NV 89701

Ms. Crystal Jackson
Commission Secretary
Nevada Public Utilities Commission
1150 E. William Street
Carson City, NV 89701

Tom Halpin
Records Manager
New Mexico Public Regulation Commission
224 East Palace Avenue -- Marian Hall
Santa Fe, NM 87501

The Honorable Gary E. Johnson
Office of the Governor
State Capitol Building
Santa Fe, NM 87503

The Honorable Frank Keating
Office of the Governor
Room 212
State Capitol Building
Oklahoma City, OK 73105

Ms. Peggy Mitchell
Commission Secretary
Corporation Commission
of Oklahoma
2101 North Lincoln Boulevard
Jim Thorpe Office Building
Oklahoma City, OK 73105

The Honorable Jim Hodges
Office of the Governor
P. O. Box 11829
Columbia, SC 29211

Gary E. Walsh
Executive Director
South Carolina Public Service Commission
Saluda Building
101 Executive Center Drive
Columbia, SC 29210

The Honorable Don Sundquist
Office of the Governor
State Capitol
Nashville, TN 37233

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

The Honorable Rick Perry
Office of the Governor
P. O. Box 12428
Austin, TX 78711-2428

Garvis Cunningham
Filing Clerk
Public Utility Commission of Texas
1701 North Congress Avenue
Travis Building, 7th Floor
P.O. Box 13326
Austin, TX 78711-3326

Mr. Joel H. Peck, Clerk
c/o Document Control Center
Commonwealth of Virginia
State Corporation Commission
1300 East Main Street
Tyler Building, First Floor
Richmond, VA 23219

The Honorable Mark R. Warner
Office of the Governor
State Capitol, 3rd Floor
Richmond, VA 23219

Secretary of Defense
ATTN: Special Assistant for
Telecommunications
Pentagon
Washington, D.C. 20301



James J. Freeman